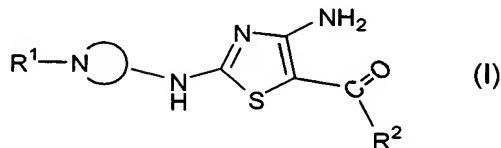


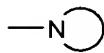
What is claimed is:

1. A compound or a pharmaceutically acceptable salt represented by Formula (I):

5



wherein:



is a nitrogen-containing 3-to 10-membered heterocycll ring optionally substituted by one to three substituents selected from R⁷;

10 R¹ is:

- i) R⁴;
- ii) a group having a formula -SO_n-T-(CR⁹R¹⁰)_bR³, -SO_n-(CR⁹R¹⁰)_b-T-R³, -SO_nNR⁴C(O)R³, wherein n or b are, independently, 0, 1 or 2 and T is a bond, -O-, -NR⁴-, or -S-; or
- 15 iii) a group having a formula -C(=O)-R³, -C(=O)-HC=CH-R³, -C(=O)NHR³, -C(=O)NR⁵R⁶, or -C(=S)R³;

R² is (C₁-C₈)alkyl, (C₃-C₁₀)cycloalkyl, -O-(C₁-C₈)alkyl, (C₆-C₁₀)aryl, or 4-to 10-membered heterocycll, optionally substituted by one to four substituents selected from R⁷;

20 wherein R³ is OH, F, Cl, Br, I, CN, CF₃, NO₂, -(CH₂)_dNR⁵R⁶, -O-R⁴, -SO_p-R⁴ wherein p is 0, 1, or 2, -PO_p-R⁴ wherein p is 3 or 4, (C₁-C₈)alkyl, -(CH₂)_d(C₃-C₁₃)cycloalkyl, -O-(C₁-C₈)alkyl, -(CH₂)_d-(C₆-C₁₀)aryl, -(CH₂)_d-(4-to 10-membered heterocycll), (C₂-C₆)alkenyl, (C₂-C₆)alkynyl, -SO_q-NR⁵R⁶, wherein d is an integer 0 to 6 and q is 1 or 2, -C(=O)-R⁸, -C(O)OR⁸, -C(=O)-NR⁵R⁶;

25 wherein R⁴ is selected from the group consisting of hydrogen, (C₁-C₈)alkyl, (C₂-C₆)alkenyl, (C₂-C₆)alkynyl, -O-(C₁-C₈)alkyl, -(CH₂)_e-(C₃-C₁₃)cycloalkyl, -(CH₂)_e-(C₆-C₁₀)aryl, or -(CH₂)_e-(4-to 10-membered heterocycll);

wherein R⁵ is independently H or (C₁-C₈)alkyl;

wherein R⁶ is selected from the group consisting of -Si(CH₃)₃, (C₁-C₈)alkyl, -O-(C₁-C₈)alkyl, -CH₂-(C=O)-O-(C₁-C₈)alkyl, (C₃-C₁₀)cycloalkyl, (C₆-C₁₀)aryl, and 4-to 10-membered heterocycll; or R⁵ and R⁶ when attached to the same nitrogen may optionally be taken together with the same nitrogen to form a 5-to 10-membered heterocycll ring;

30 wherein each (C₁-C₈)alkyl, (C₂-C₆)alkenyl, (C₂-C₆)alkynyl, -O-(C₁-C₈)alkyl, (C₃-C₁₃)cycloalkyl, (C₆-C₁₀)aryl, and 4-to 10-membered heterocycll, in the above definitions of said R³, R⁴, R⁵, R⁶ and R⁸ may be optionally substituted by one to four R⁷ substituents;

35 wherein R⁷ is (C₁-C₈)alkyl, (C₃-C₁₃)cycloalkyl, (C₆-C₁₀)aryl, 4-to 10-membered heterocycll, (C₂-C₆) alkenyl, (C₂-C₆) alkynyl, -O-(C₁-C₈)alkyl, H, OH, F, Cl, Br, I, CN, CF₃,

amidino, $-C(O)OR^9$, $-C(O)R^9$, $-SR^9$, $-SO_2R^9$, $-NO_2$, $-NR^9C(O)R^{10}$, $-OC(O)R^9$ -aryl, $-NSO_2R^9$, $-SC(O)R^9$, $-NC(S)NR^9R^{10}$, $-O-N=CR^9$, $-N=N-R^9$, $-C(O)NR^9R^{10}$, $-(CH_2)_t-NR^9R^{10}$, 2- to 10-

membered heteroalkyl, 3- to 10- membered heteroalkenyl, 3- to 10- membered heteroalkynyl, $-(CH_2)_t(C_6-C_{10}$ aryl), $-(CH_2)_t(4$ - to 10- membered heterocyclic), $-(2$ - to 10- membered

5 heteroalkyl)-(C₆-C₁₀ aryl), $-(2$ - to 10- membered heteroalkyl)-(4- to 10- membered heterocyclic), $-(CH_2)_tO(CH_2)_uOR^9$, and $-(CH_2)_tOR^9$, wherein t is an integer from 0 to 6 and u is an integer from 2 to 6, H or (C₁-C₈)alkyl;

wherein R⁸ is selected from the group consisting of H, OH, CF₃, (C₁-C₈)alkyl, (C₂-C₆)alkenyl, (C₂-C₆)alkynyl, -O-(C₁-C₈)alkyl, (C₃-C₁₀)cycloalkyl, -O-(C₃-C₁₀)cycloalkyl, 4-to 10-

10 membered heterocyclic, and 4-to 10-membered -O-heterocyclic;

wherein each R⁹ and R¹⁰ are independently selected from the group consisting of H, (C₁-C₈)alkyl, (C₁-C₈)alkoxyl, $-CH_2-(C=O)-O-(C_1-C_8)$ alkyl, (C₃-C₁₀)cycloalkyl, (C₆-C₁₀)aryl, and 4-to 10-membered heterocyclic; or R⁹ and R¹⁰ when together attached to the same N, may

15 optionally be taken together with the same nitrogen to form a 5-to 10-membered heterocyclic ring; with the proviso that where R⁹ and R¹⁰ are both attached to the same nitrogen, then R⁹ and R¹⁰ are not both bonded to the nitrogen directly through an oxygen;

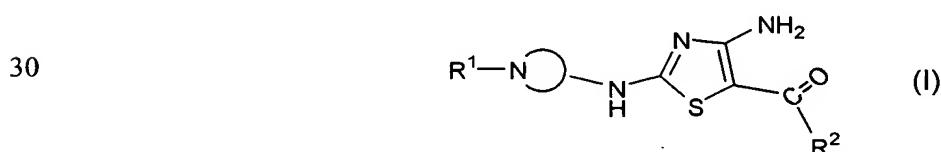
wherein any of the ring members of each (C₃-C₁₃)cycloalkyl or 4-to 10-membered heterocyclic in R³, R⁴, R⁶, R⁷, R⁸, R⁹ and R¹⁰ may be optionally substituted with an oxo (=O) and wherein any of the (C₁-C₈)alkyl, (C₂-C₆)alkenyl, (C₂-C₆)alkynyl, -O-(C₁-C₈)alkyl,

20 (C₃-C₁₃)cycloalkyl, (C₆-C₁₀)aryl, and 4-to 10-membered heterocyclic in R⁷, R⁹ and R¹⁰ may be independently further substituted with at least one OH, F, CL, Br, I, CN, CF₃, NO₂, -(C₁-C₈)alkyl, -(C₁-C₈) alkoxyl, COH, or C(O)-(C₁-C₈alkyl).

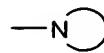
2. A compound or salt according to claim 1, wherein R¹ is R⁴, optionally substituted by

25 one or more R⁹ substituents.

3. A compound or pharmaceutically acceptable salt represented by Formula (I):



wherein:



is a nitrogen-containing 3-to 10-membered heterocyclic ring optionally substituted by one to three substituents selected from R⁷;

R^1 is a group having a formula $-SO_n-T-(CR^9R^{10})_bR^3$, $-SO_n-(CR^9R^{10})_b-T-R^3$, $-SO_nNR^4C(O)R^3$, wherein n or b are, independently, 0, 1 or 2 and T is a bond, $-O-$, $-NR^4-$, or $-S-$; or

R^2 is $(C_1-C_8)alkyl$, $(C_3-C_{10})cycloalkyl$, $-O-(C_1-C_8)alkyl$, $(C_6-C_{10})aryl$, or 4-to 10-membered heterocyclyl, optionally substituted by one to four substituents selected from R^7 ;

wherein R^3 is OH, F, Cl, Br, I, CN, CF_3 , NO_2 , $-NR^5R^6$, $-O-R^4$, $-SO_p-R^4$ wherein p is 0, 1, or 2, $-PO_p-R^4$ wherein p is 3 or 4, $(C_1-C_8)alkyl$, $-(CH_2)_d(C_3-C_{13})cycloalkyl$, $-O-(C_1-C_8)alkyl$, $-(CH_2)_d-(C_6-C_{10})aryl$, $-(CH_2)_d-(4\text{-to } 10\text{-membered heterocyclyl})$, $(C_2-C_6)alkenyl$, $(C_2-C_6)alkynyl$, $-SO_q-NR^5R^6$, wherein d is an integer 0 to 6 and q is 1 or 2, $-C(=O)-R^8$, $-C(O)OR^8$, or $-C(=O)-NR^5R^8$;

wherein R^4 is each independently selected from the group consisting of hydrogen, $(C_1-C_8)alkyl$, $(C_2-C_6)alkenyl$, $(C_2-C_6)alkynyl$, $-O-(C_1-C_8)alkyl$, $-(CH_2)_e-(C_3-C_{13})cycloalkyl$, $-(CH_2)_e-(C_6-C_{10})aryl$, or $-(CH_2)_e-(4\text{-to } 10\text{-membered heterocyclyl})$;

wherein R^5 is independently H or $(C_1-C_8)alkyl$;

wherein R^6 is selected from the group consisting of $-Si(CH_3)_3$, $(C_1-C_8)alkyl$, $-O-(C_1-C_8)alkyl$, $-CH_2-(C=O)-O-(C_1-C_8)alkyl$, $(C_3-C_{10})cycloalkyl$, $(C_6-C_{10})aryl$, and 4-to 10-membered heterocyclyl; or R^5 and R^6 when attached to the same nitrogen may optionally be taken together with the same nitrogen to form a 5-to 10-membered heterocyclyl ring;

wherein each $(C_1-C_8)alkyl$, $(C_2-C_6)alkenyl$, $(C_2-C_6)alkynyl$, $-O-(C_1-C_8)alkyl$, $(C_3-C_{13})cycloalkyl$, $(C_6-C_{10})aryl$, and 4-to 10-membered heterocyclyl, in the above definitions of said R^3 , R^4 , R^5 , R^6 and R^8 may be optionally substituted by one to four R^7 substituents;

wherein R^7 is $(C_1-C_8)alkyl$, $(C_3-C_{13})cycloalkyl$, $(C_6-C_{10})aryl$, 4-to 10-membered heterocyclyl, $(C_2-C_6)alkenyl$, $(C_2-C_6)alkynyl$, $-O-(C_1-C_8)alkyl$, H, OH, F, Cl, Br, I, CN, CF_3 , amidino, $-C(O)OR^9$, $-C(O)R^9$, $-SR^9$, $-SO_2R^9$, $-NO_2$, $-NR^9C(O)R^{10}$, $-OC(O)R^9-aryl$, $-NSO_2R^9$, $-SC(O)R^9$, $-NC(S)NR^9R^{10}$, $-O-N=CR^9$, $-N=N-R^9$, $-C(O)NR^9R^{10}$, $-(CH_2)_t-NR^9R^{10}$, 2 to 10 membered heteroalkyl, 3- to 10- membered heteroalkenyl, 3- to 10- membered heteroalkynyl, $-(CH_2)_t(C_6-C_{10} aryl)$, $-(CH_2)_t-(4\text{ to } 10\text{ membered heterocyclic})$, $-(2\text{ to } 10\text{ membered heteroalkyl})-(C_6-C_{10} aryl)$, $-(2\text{ to } 10\text{ membered heteroalkyl})-(4\text{ to } 10\text{ membered heterocyclyl})$, $-(CH_2)_tO(CH_2)_uOR^9$, and $-(CH_2)_tOR^9$, wherein t is an integer from 0 to 6 and u is an integer from 2 to 6, H or $(C_1-C_8)alkyl$;

wherein R^8 is selected from the group consisting of H, OH, CF_3 , $(C_1-C_8)alkyl$, $(C_2-C_6)alkenyl$, $(C_2-C_6)alkynyl$, $-O-(C_1-C_8)alkyl$, $(C_3-C_{10})cycloalkyl$, $-O-(C_3-C_{10})cycloalkyl$, 4-to 10-membered heterocyclyl, and 4-to 10-membered $-O$ -heterocyclyl;

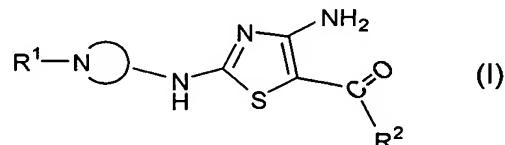
wherein each R^9 and R^{10} are independently selected from the group consisting of H, $(C_1-C_8)alkyl$, $(C_1-C_8)alkoxyl$, $-CH_2-(C=O)-O-(C_1-C_8)alkyl$, $(C_3-C_{10})cycloalkyl$, $(C_6-C_{10})aryl$, and 4-to 10-membered heterocyclyl; or R^9 and R^{10} when together attached to the same N, may optionally be taken together with the same nitrogen to form a 5-to 10-membered heterocyclyl

ring; with the proviso that where R⁹ and R¹⁰ are both attached to the same nitrogen, then R⁹ and R¹⁰ are not both bonded to the nitrogen directly through an oxygen;

wherein any of the ring members of each (C₃-C₁₃)cycloalkyl or 4-to 10-membered heterocyclil in R³, R⁴, R⁶, R⁷, R⁸, R⁹ and R¹⁰ may be optionally substituted with an oxo (=O)

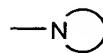
5 and wherein any of the (C₁-C₈)alkyl, (C₂-C₆)alkenyl, (C₂-C₆)alkynyl, -O-(C₁-C₈)alkyl, (C₃-C₁₃)cycloalkyl, (C₆-C₁₀)aryl, and 4-to 10-membered heterocyclil in R⁷, R⁹ and R¹⁰ may be independently further substituted with at least one OH, F, CL, Br, I, CN, CF₃, NO₂, -(C₁-C₈)alkyl, -(C₁-C₈) alkoxy, COH, or C(O)-(C₁-C₈)alkyl).

10 4. A compound or pharmaceutically acceptable salt represented by Formula (I):



15

wherein:



is a nitrogen-containing 3-to 10-membered heterocyclil ring optionally substituted by one to three substituents selected from R⁷;

20 R¹ is a group having a formula -C(=O)-R³, -C(=O)-HC=CH-R³, -C(=O)NHR³, -C(=O)NR⁵R⁶ or -C(=S)R³;

R² is (C₁-C₈)alkyl, (C₃-C₁₀)cycloalkyl, -O-(C₁-C₈)alkyl, (C₆-C₁₀)aryl, or 4-to 10-membered heterocyclil, optionally substituted by one to four substituents selected from R⁷;

wherein R³ is OH, F, Cl, Br, I, CN, CF₃, NO₂, -NR⁵R⁶, -O-R⁴, -SO_p-R⁴ wherein p is 0, 1, or 2, -PO_p-R⁴ wherein p is 3 or 4, (C₁-C₈)alkyl, -(CH₂)_d(C₃-C₁₃)cycloalkyl, -O-(C₁-C₈)alkyl, -(CH₂)_d-(C₆-C₁₀)aryl, -(CH₂)_d-(4-to 10-membered heterocyclil), (C₂-C₆)alkenyl, (C₂-C₆)alkynyl, -SO_q-NR⁵R⁶, wherein d is an integer 0 to 6 and q is 1 or 2, -C(=O)-R⁸, -C(O)OR⁸, or -C(=O)-NR⁵R⁶;

wherein R⁴ is each independently selected from the group consisting of hydrogen, (C₁-C₈)alkyl, (C₂-C₆)alkenyl, (C₂-C₆)alkynyl, -O-(C₁-C₈)alkyl, -(CH₂)_e-(C₃-C₁₃)cycloalkyl,

30 -(CH₂)_e-(C₆-C₁₀)aryl, or -(CH₂)_e-(4-to 10-membered heterocyclil);

wherein R⁵ is independently H or (C₁-C₈)alkyl;

wherein R⁶ is selected from the group consisting of -Si(CH₃)₃, (C₁-C₈)alkyl, -O-(C₁-C₈)alkyl, -CH₂-(C=O)-O-(C₁-C₈)alkyl, (C₃-C₁₀)cycloalkyl, (C₆-C₁₀)aryl, and 4-to 10-membered heterocyclil; or R⁵ and R⁶ when attached to the same nitrogen may optionally be taken

35 together with the same nitrogen to form a 5-to 10-membered heterocyclil ring;

wherein each (C_1 - C_8)alkyl, (C_2 - C_6)alkenyl, (C_2 - C_6)alkynyl, -O-(C_1 - C_8)alkyl, (C_3 - C_{13})cycloalkyl, (C_6 - C_{10})aryl, and 4-to 10-membered heterocyclyl, in the above definitions of said R^3 , R^4 , R^5 , R^6 and R^8 may be optionally substituted by one to four R^7 substituents;

wherein R^7 is (C_1 - C_8)alkyl, (C_3 - C_{13})cycloalkyl, (C_6 - C_{10})aryl, 4-to 10-membered heterocyclyl, (C_2 - C_6) alkenyl, (C_2 - C_6) alkynyl, -O-(C_1 - C_8)alkyl, H, OH, F, Cl, Br, I, CN, CF_3 , amidino, -C(O)OR⁹, -C(O)R⁹, -SR⁹, -SO₂R⁹, -NO₂, -NR⁹C(O)R¹⁰, -OC(O)R⁹-aryl, -NSO₂R⁹, -SC(O)R⁹, -NC(=S)NR⁹R¹⁰, -O-N=CR⁹, -N=N-R⁹, -C(O)NR⁹R¹⁰, -(CH₂)_t-NR⁹R¹⁰, 2- to 10-membered heteroalkyl, 3- to 10- membered heteroalkenyl, 3- to 10- membered heteroalkynyl, -(CH₂)_t(C_6 - C_{10} aryl), -(CH₂)_t(4 to 10 membered heterocyclic), -(2 to 10 membered heteroalkyl)-(C_6 - C_{10} aryl), -(2 to 10 membered heteroalkyl)-(4 to 10 membered heterocyclyl), -(CH₂)_tO(CH₂)_uOR⁹, and -(CH₂)_tOR⁹, wherein t is an integer from 0 to 6 and u is an integer from 2 to 6, H or (C_1 - C_8)alkyl;

wherein R^8 is selected from the group consisting of H, OH, CF_3 , (C_1 - C_8)alkyl, (C_2 - C_6)alkenyl, (C_2 - C_6)alkynyl, -O-(C_1 - C_8)alkyl, (C_3 - C_{13})cycloalkyl, -O-(C_3 - C_{10})cycloalkyl, 4-to 10-membered heterocyclyl, and 4-to 10-membered -O-heterocyclyl;

wherein each R^9 and R^{10} are independently selected from the group consisting of H, (C_1 - C_8)alkyl, (C_1 - C_8)alkoxyl, -CH₂-(C=O)-O-(C_1 - C_8)alkyl, (C_3 - C_{10})cycloalkyl, (C_6 - C_{10})aryl, and 4-to 10-membered heterocyclyl; or R^9 and R^{10} when together attached to the same N, may optionally be taken together with the same nitrogen to form a 5-to 10-membered heterocyclyl ring; with the proviso that where R^9 and R^{10} are both attached to the same nitrogen, then R^9 and R^{10} are not both bonded to the nitrogen directly through an oxygen;

wherein any of the ring members of each (C_3 - C_{13})cycloalkyl or 4-to 10-membered heterocyclyl in R^3 , R^4 , R^6 , R^7 , R^8 , R^9 and R^{10} may be optionally substituted with an oxo (=O) and wherein any of the (C_1 - C_8)alkyl, (C_2 - C_6)alkenyl, (C_2 - C_6)alkynyl, -O-(C_1 - C_8)alkyl, (C_3 - C_{13})cycloalkyl, (C_6 - C_{10})aryl, and 4-to 10-membered heterocyclyl in R^7 , R^9 and R^{10} may be independently further substituted with at least one OH, F, CL, Br, I, CN, CF_3 , NO₂, -(C_1 - C_8)alkyl, -(C_1 - C_8) alkoxy, COH, or C(O)-(C₁-C₈)alkyl.

5. A compound or salt according to claim 3, wherein R^1 is -SO_n-T-R³, T is as defined above and R^3 is a 4-to 10-membered heterocyclic, optionally substituted by one to four substituents selected from R^7 .

6. A compound or salt according to claim 3, wherein T is a bond, R^3 is a 4-to 10-membered heterocyclic and R^7 is an -(C_1 - C_8)alkyl.

7. A compound or salt according to claim 4, wherein R^3 is a -(CH₂)_d(C_3 - C_{13})cycloalkyl, -O-(C_1 - C_8)alkyl, -(CH₂)_d-(C_6 - C_{10})aryl, -(CH₂)_d-(4-to 10-membered heterocyclyl), wherein each

R^3 (C_3-C_{10})cycloalkyl, (C_6-C_{10})aryl, or 4-to 10-membered heterocyclic may be optionally substituted by one to four R^7 substituents.

8. A compound or salt according to claim 3, wherein T is a bond, R^3 is a 5-membered heterocyclyl; and R^7 is (C_1-C_8)alkyl, (C_3-C_{13})cycloalkyl, (C_6-C_{10})aryl, or 4-to 10-membered heterocyclyl, -O-(C_1-C_8)alkyl, (C_2-C_6)alkenyl, or (C_2-C_6)alkynyl; wherein each (C_1-C_8)alkyl, (C_3-C_{13})cycloalkyl, (C_6-C_{10})aryl, or 4-to 10-membered heterocyclyl, -O-(C_1-C_8)alkyl, (C_2-C_6)alkenyl, or (C_2-C_6)alkynyl may be independently optionally substituted with at least one OH, F, Cl, Br, I, CN, CF_3 , NO_2 , -(C_1-C_8)alkyl, -(C_1-C_8)alkoxyl, COH, or C(O)-(C₁-C₈)alkyl).

10 9. A compound or salt according to claim 4, wherein R^3 is a 5-membered heteroaryl; and R^7 is (C_1-C_8)alkyl, (C_3-C_{10})cycloalkyl, (C_6-C_{10})aryl, or 4-to 10-membered heterocyclyl, -O-(C_1-C_8)alkyl, (C_2-C_6)alkenyl, or (C_2-C_6)alkynyl; wherein each (C_1-C_8)alkyl, (C_3-C_{10})cycloalkyl, (C_6-C_{10})aryl, or 4-to 10-membered heterocyclyl, (C_1-C_8)alkyl-O-, (C_2-C_6)alkenyl, or (C_2-C_6)alkynyl may be optionally substituted with at least one OH, F, Cl, Br, I, CN, CF_3 , NO_2 , -(C_1-C_8)alkyl, -(C_1-C_8)alkoxyl, COH, or C(O)-(C₁-C₈)alkyl);

15 10. A compound or salt according to claim 1, wherein R^2 is a 4- to 10- membered heterocyclyl having one or more substituents selected from the group consisting of F, Cl, Br, I.

20 11. A compound or salt according to claim 3, wherein the group:  is a nitrogen-containing 4-6 membered heterocyclyl ring optionally substituted with (C_1-C_8)alkyl, (C_3-C_{10})cycloalkyl, (C_6-C_{10})aryl, or 4- to 10-membered heterocyclyl; and R^2 is a (C_6-C_{10})aryl, or a 4- to 10-membered heterocyclyl having one or more substituents selected from the group consisting of a F, Cl, Br, I.

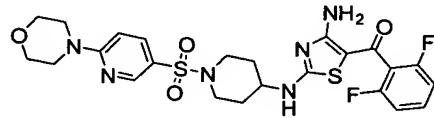
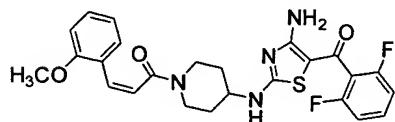
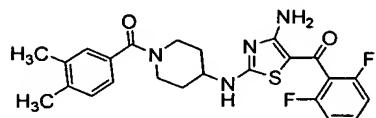
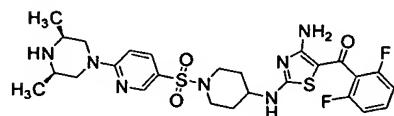
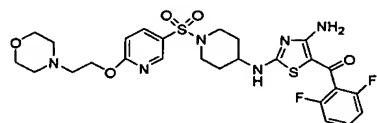
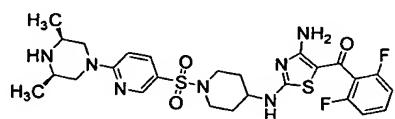
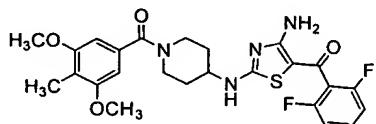
25 12. A compound or salt according to claim 4, wherein the group:  is a nitrogen-containing 4-6 membered heterocyclyl ring optionally substituted by (C_1-C_8)alkyl, (C_3-C_{10})cycloalkyl, (C_6-C_{10})aryl, or 4- to 10-membered heterocyclyl; and R^2 is a (C_6-C_{10})aryl or 4- to 10-membered heterocyclyl having one or more substituents selected from the group consisting of F, Cl, Br, I.

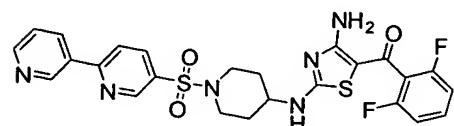
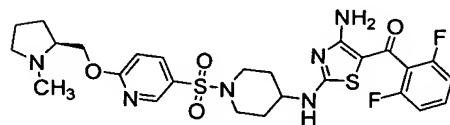
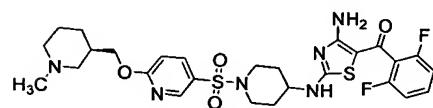
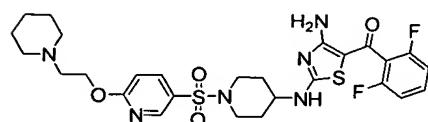
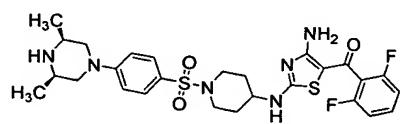
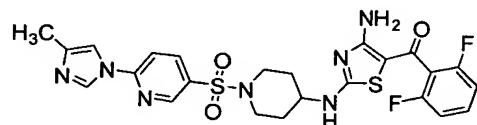
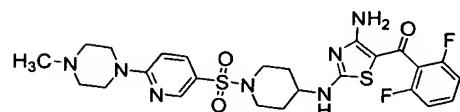
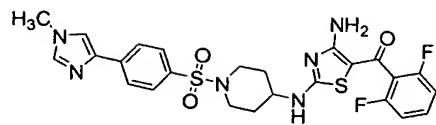
30 13. A pharmaceutical composition comprising an amount of active agent effective to modulate cellular proliferation and a pharmaceutically acceptable carrier, said active agent being selected from the group consisting of a compound as defined in claim 1, or a pharmaceutically acceptable salt thereof.

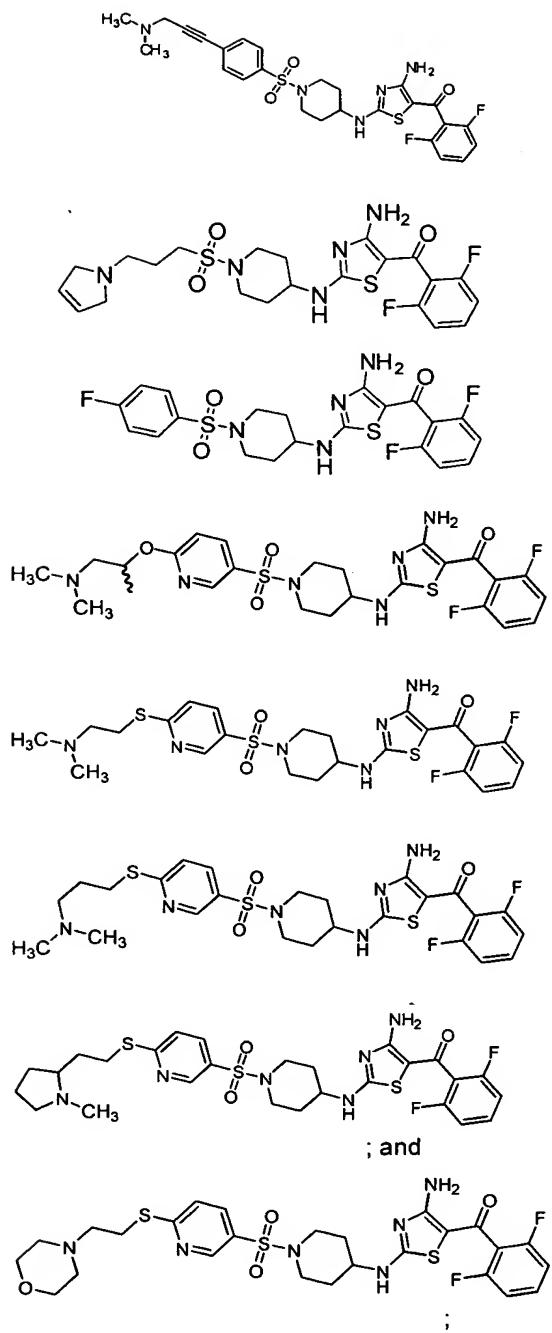
14. A pharmaceutical composition comprising an amount of active agent effective to inhibit protein kinases and a pharmaceutically acceptable carrier, said active agent being selected from the group consisting of a compound as defined in claim 1, or a pharmaceutically acceptable salt thereof.

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15. A compound selected from the group consisting of:







or a pharmaceutically acceptable salt of such compound.